

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

IN RE: DAUFUSKIE ISLAND PROPERTIES, LLC, Debtor.)))))	Case No. 09-0389-jw Chapter 11
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STATEMENT OF CHANGES FOR AMENDMENTS TO SCHEDULES

SCHEDULE A	Amended to revise and identify real properties and estimated values, to best of debtor's information and belief
SCHEDULE B	Revalues Eprop LLC. Adds Claims involving litigation. Corrects subsidiary entities
SCHEDULE D	Amended to revise and identify collateral, secured creditors, to best of debtor's information and belief
STATEMENT OF FINANCIAL AFFAIRS	4a amended to include lawsuits 10 amended to include list of transfers 13 amended to delete entry 18a amended to show subsidiaries 19c amended to include possessors of books and records 21b amended to identify members and managers Note: Additional information needed to complete 11 Note: Amendments contain attachments; unless stated otherwise, original attachments to SOFA will be unchanged
BUSINESS INCOME, EXPENSES	Adds income and projected budget (via attachment)
SUMMARY	Updates summaries

03/06/2009

/s/ Gayle Bulls Dixon
GAYLE BULLS DIXON, Member

/S/Gayle Bulls Dixon, Member. 03-06-09

In re DAUFUSKIE ISLAND PROPERTIES, LLC,

Debtor(s)

Case No. 2:09-bk-389

(if known)

SCHEDULE A-REAL PROPERTY
Amended 03/06/2009

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G-Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
(NOTE TO SCHEDULE A: SEE ATTACHED FOR PROPERTY LISTINGS, PROVIDED TO BEST OF INFORMATION AND BELIEF)			\$ 0.00	\$ 0.00
ITEM 1	Fee Simple		\$ 1,000,000.00	\$ 1,000,000.00
ITEM 2	Fee Simple		\$ 2,000,000.00	\$ 300,202.68
ITEM 3	Fee Simple		\$ 3,000,000.00	\$ 0.00
ITEM 4	Fee Simple		\$ 16,750,000.00	\$ 16,750,000.00
ITEM 5	Fee Simple		\$ 3,000,000.00	\$ 0.00

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(if known)

SCHEDULE A-REAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
ITEM 6 (LISTED FOR INFO PURPOSES ONLY. TITLE HELD BY SUBSIDIARY, EPROP, LLC. SEE SCHEDULE B)	Fee Simple	\$ 0.00	\$ 0.00
ITEM 7 (LISTED FOR INFO PURPOSES ONLY. TITLE HELD BY SUBSIDIARY, EPROP, LLC. SEE SCHEDULE B)		\$ 0.00	\$ 0.00
ITEM 8	Fee Simple	\$ 0.00	\$ 0.00
ITEM 9	Fee Simple	\$ 350,000.00	\$ 350,000.00
ITEM 10	Fee Simple	\$ 350,000.00	\$ 350,000.00
ITEM 11	Fee Simple	\$ 25,000.00	\$ 0.00
ITEM 12	Fee Simple	\$ 25,000.00	\$ 0.00
ITEM 13	Fee Simple	\$ 40,000.00	\$ 0.00

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(if known)

SCHEDULE A-REAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
ITEM 14	Fee Simple	\$ 0.00	\$ 0.00
ITEM 15	Fee Simple	\$ 50,000.00	\$ 0.00
ITEM 16	Fee Simple	\$ 1,000,000.00	\$ 0.00
ITEM 17	Fee Simple	\$ 5,640,000.00	\$ 0.00
ITEM 18	Fee Simple	\$ 200,000.00	\$ 0.00
ITEM 19	Fee Simple	\$ 0.00	\$ 0.00
ITEM 20 (LISTED FOR INFO PURPOSES ONLY)		\$ 0.00	\$ 0.00
ITEM 21 (LISTED FOR INFO PURPOSES ONLY)		\$ 0.00	\$ 0.00
ITEM 22	Fee Simple	\$ 400,000.00	\$ 0.00

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SCHEDULE A-REAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
ITEM 23	Fee Simple	\$ 900,000.00	\$ 0.00
ITEM 24 (LISTED FOR INFO PURPOSES ONLY)		\$ 0.00	\$ 0.00
ITEM 25	Fee Simple	\$ 10,000,000.00	\$ 10,000,000.00
ITEM 26	Fee Simple	\$ 7,200,000.00	\$ 7,200,000.00
ITEM 27	Fee Simple	\$ 7,200,000.00	\$ 7,200,000.00
ITEM 28 (LISTED FOR INFO PURPOSES ONLY)		SEE ITEMS 59-62	\$ 0.00
ITEM 29 (LISTED FOR INFO PURPOSES ONLY)			\$ 0.00
ITEM 30 (LISTED FOR INFO PURPOSES ONLY)		SEE ITEMS 49-52	\$ 0.00
ITEM 31	Fee Simple	\$ 0.00	\$ 0.00

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SCHEDULE A-REAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
ITEM 32	Fee Simple		\$ 0.00	\$ 0.00
ITEM 33	Fee Simple		\$ 0.00	\$ 0.00
ITEM 34	Fee Simple		\$ 0.00	\$ 0.00
ITEM 35	Fee Simple		\$ 0.00	\$ 0.00
ITEM 36	Fee Simple		\$ 0.00	\$ 0.00
ITEM 37	Fee Simple		\$ 0.00	\$ 0.00
ITEM 38 (LISTED FOR INFO PURPOSES ONLY)			SEE ITEMS 66, 68	\$ 0.00
ITEM 39	Fee Simple		\$ 0.00	\$ 0.00
ITEM 40	Fee Simple		\$ 1,500,000.00	\$ 0.00

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SCHEDULE A-REAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<i>ITEM 41</i>	<i>Fee Simple</i>	<i>\$ 4,000,000.00</i>	<i>\$ 0.00</i>
<i>ITEM 42</i>	<i>Fee Simple</i>	<i>\$ 800,000.00</i>	<i>\$ 800,000.00</i>
<i>ITEM 43</i>	<i>Fee Simple</i>	<i>\$ 800,000.00</i>	<i>\$ 800,000.00</i>
<i>ITEM 44</i>	<i>Fee Simple</i>	<i>\$ 1,000,000.00</i>	<i>\$ 1,000,000.00</i>
<i>ITEM 45</i>	<i>Fee Simple</i>	<i>\$ 650,000.00</i>	<i>\$ 650,000.00</i>
<i>ITEM 46</i>	<i>Fee Simple</i>	<i>\$ 650,000.00</i>	<i>\$ 650,000.00</i>
<i>ITEM 47</i>	<i>Fee Simple</i>	<i>\$ 650,000.00</i>	<i>\$ 650,000.00</i>
<i>ITEM 48</i>	<i>Fee Simple</i>	<i>\$ 650,000.00</i>	<i>\$ 650,000.00</i>
<i>ITEM 49</i>	<i>Fee Simple</i>	<i>\$ 650,000.00</i>	<i>\$ 650,000.00</i>

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(if known)

SCHEDULE A-REAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	<div style="border: 1px solid black; padding: 2px; text-align: center;"> Husband--H Wife--W Joint--J Community--C </div>	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
ITEM 50	Fee Simple		\$ 650,000.00	\$ 650,000.00
ITEM 51	Fee Simple		\$ 650,000.00	\$ 547,173.39
ITEM 52	Fee Simple		\$ 650,000.00	\$ 0.00
ITEM 53	Fee Simple		\$ 450,000.00	\$ 0.00
ITEM 54	Fee Simple		\$ 450,000.00	\$ 0.00
ITEM 55	Fee Simple		\$ 450,000.00	\$ 0.00
ITEM 56	Fee Simple		\$ 450,000.00	\$ 0.00
ITEM 57	Fee Simple		\$ 450,000.00	\$ 0.00
ITEM 58	Fee Simple		\$ 450,000.00	\$ 0.00

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SCHEDULE A-REAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<i>ITEM 59</i>	<i>Fee Simple</i>	<i>\$ 10,400,000.00</i>	<i>\$ 0.00</i>
<i>ITEM 60 (VALUE INCLUDED IN AND AS PART OF ITEM 59)</i>	<i>Fee Simple</i>	<i>PART OF ITEM 59</i>	<i>\$ 0.00</i>
<i>ITEM 61 (VALUE INCLUDED IN AND AS PART OF ITEM 59)</i>	<i>Fee Simple</i>	<i>PART OF ITEM 59</i>	<i>\$ 0.00</i>
<i>ITEM 62 (VALUE INCLUDED IN AND AS PART OF ITEM 59)</i>	<i>Fee Simple</i>	<i>PART OF ITEM 59</i>	<i>\$ 0.00</i>
<i>ITEM 63</i>	<i>Fee Simple</i>	<i>\$ 5,000,000.00</i>	<i>\$ 5,000,000.00</i>
TOTAL \$		90,530,000.00	

REAL ESTATE / DAUFUSKIE ISLAND PROPERTIES, LLC

03/05/2009

ITEM #	PROPERTY	ID NUMBER	PARCEL #	NICKNAME	DEED ID	LENDER	MORTGAGE ID	STATUS	VALUE
1	7.362 Acres, Maintenance Area	Portion of R800 025 000 001A 0000	1	MELROSE MAINTENANCE AREA (Maintenance buildings, warehouse, gas areas)	01589/1517 1(a) 01589/1580 2(c) 01589/1596 2(g)	AFG Carolina Shores William R Dixon Jr. Coastal Connections Inc The Greenery Inc.	02763/2135 01586/1319 02712/2124 00045/301 MechLien 00046/0682 Mech Lien		\$1,000,000
2	Portion of Lot 2, Cooper River Plantation, 1.0 Acres	R800 021 000 006B 0000	2	MELROSE LANDING (dock portion)	01589/1527 1(b) 01589/1572 2(a)	The Greenery Inc	00046/0982 Mech Lien		\$2,000,000
3	Portion of Lot 2, Cooper River Plantation, 3.013 Acres	R800 021 000 006C 0000	2	MELROSE LANDING (land portion)		The Greenery Inc	00046/0982 Mech Lien		\$3,000,000
4	300 Acres, Portion of Melrose Plantation	R800 025 000 001A 0000	3	MELROSE CLUB (Melrose Golf Course/facilities, equestrian center, Island House Conference Center, tennis villa area)	01589/1580 2(c)	AFG Carolina Shores William R Dixon Jr. Coastal Connections Inc. The Greenery	02763/2135 01586/1319 02712/2124 00045/0301 00046/0682 Mech Lien		\$16,750,000

						Inc.			
5	176.30 Acres, Bloody Point Golf Course and Facilities	R800 027 00A 0076 0000	4	BLOODY POINT GOLF COURSE	01589/1517 1(a) 01589/1577 2(b) 01589/1586 2(e) 01589/1591 2(f)	The Greenery Inc.	00046/0682 Mech Lien		\$3,000,000
6	Tract B, 199.28 Acres, Eigelberger Tract	R800 027 000 0007 0000 R800 027 000 0026 0000	10	Eigelberger Tract	01589/1537 1(d) 01589/1586 2(e)	CSE Mortgage (CapSource)	02583/0658	I/N/O Eprop LLC	\$18,000,000
7	Tract A, 1.98 Acres, Bloody Point	R800 027 000 0022 0000	11	Tract A adjacent to Eigelberger Tract	01589/1537 1(d)			I/N/O Eprop LLC	\$100,000
8	Riverfront Lot III, Cemetery Access and Parking Easement, and Lot III, Bloody Point Golf Course and Facilities	R800 027 00A 0078 0000	12	Bloody Point Cemetery	01589/1537 1(d) 01589/1572 2(a) 01589/1591 2(f)				\$0
9	Lot 50, Phase I, Daufuskie Island Club	R800 027 00A 0050 0000	13	Bloody Point-Sixty- Six Group Lots	01589/1555 1(f) 01589/1577 2(b)	BeachFirst	02739-2247		\$350,000
10	Lot 51, Phase I, Daufuskie Island Club	R800 027 00A 0051 0000	13	Bloody Point-Sixty- Six Group Lots		BeachFirst	02739-2247		\$350,000
11	Lot 326, Melrose, Plat 2, Block B	R800 025 00F 0001 0000	15	Melrose-MAC Inventory Lots					\$25,000
12	Lot 327, Melrose, Plat 2, Block B	R800 025 00F 0002 0000	15	Melrose-MAC Inventory Lots					\$25,000
13	Lot 350, Melrose,	R800 025	15	Melrose-MAC					\$40,000

	Plat 2, Block B	00F 0003 0000		Inventory Lots					
14	Lot 351, Melrose, Plat 2, Block B	R800 025 00F 0062 0000/Shd be referenced as R800 025 00A 0062 0000	15	Melrose-MAC Inventory Lots					\$0
15	Lot 373, Melrose, Plat 2, Block B	R800 025 00F 0078 0000/Shd be referenced as R800 025 00A 0078 0000	15	Melrose-MAC Inventory Lots					\$50,000
16	7.26 Acres, Including access and utility easement, Staff Housing Area, Melrose Plantation	R800 024 000 0166 0000	16	Melrose Residual Property (Concrete plant parcel, employee housing tract)	01589/1560	AFG			\$1,000,000
17	Phase 3, Block A, Open Space, Future Development, and Silver Dew Lane	Portion of R800 025 000 0001 0000	16	Melrose Residual Property (Silver Dew, Parcel "C," 11 th Fairway, two single family lots)					\$5,640,000
18	26.34 Acres, Open Space, Melrose, Phase I	R800 025 00B 0120 000	16	Melrose Residual Property (One single family lot (approx. .60 acres) to be subdivided out of 26.34 acre parcel valued at \$200,000 – remainder valued at \$0)					\$200,000
19	5.007 Acres, Open Space, Melrose, Plat 2, Block B	R800 025 00A 0074 000	16	Melrose Residual Property					\$0
20	Remaining Portion	Remaining	16	Melrose Residual					\$0

	of Melrose Residual Land, originally 362.55 Acres, Melrose Plantation and Melrose Club	Portion of R800 025 000 0001 000		Property					
21	-Save and Except: Lots 1-234, Phase 1; Lots 235-283, 284- 296, 309, 326, 327, 350-378, Phase 2; Lots 284-296, 306, 326, 327, 350-354, 355-357, 365-373; Lots 297-305, 307- 316,328-345, Phase 3, Blocks A & B; Lots 501-503, Driftwood Cottages; 7.254 Acres adjacent to Fairway No. 14 and No. 15; 12.589 Acres, adjacent to Fairway No. 2, 10 & Driving Range; 7.362 Acres, Maintenance Area; 7.26 Acres, Staff Housing Area; Roads with Phase I, 2 and Driftwood Cottages		16						N/a
22	Parcel "H," 0.75 Acres, and portion of right of way for Bloody Point Road to southwest of Parcel "H," Bloody Point Golf Course and Facilities	R800 027 00A 0085 000	17	Bloody Point Parcel H and Future Development (Part of roadway to be relocated for "Bloody Point Village" development	01589/1537 1(d) 01589/1572 2(a) 01589/1591 2(f)				\$400,000

				parcel)					
23	Future Development Tracts (2) along River Road 50' R/W, Phase II Lots, Portion of Daufuskie Island Club	R800 027 00A 0087 000		17	Bloody Point Parcel H and Future Development (Lots, along River Road)	01589/1537 1(d)			\$900,000
24	Generic legal description, of all properties not otherwise conveyed belonging to DAUFUSKIE CLUB INC AKA DAUFUSKIE ISLAND CLUB & RESORT INC, MELROSE LANDING CORPORATION, SALTY FARE OWNERS ASSOCIATION INCL, BLOODY POINT ASSET CORP, MELROSE ASSET CORP	R000 000 000 0000 0000				01589/1586 2(e)			N/a
25	Phase # 1, Melrose Inn Parcel, 8.62 Acres, Part of 300 Acres, Melrose	Portion of R800 025 000 001A 0000				AFG Carolina Shores William R. Dixon, Jr. Coastal Connections Inc The Greenery	02763/2135		\$10,000,000

						Inc			
26	Phase # 2, Melrose Inn Parcel, 4.47 Acres, Part of 300 Acres, Melrose	Portion of R800 025 000 001A 0000		(NORTH: Development parcel for 36Density Units)		AFG Carolina Shores William R. Dixon, Jr. Coastal Connections Inc The Greenery Inc	02763/2135		\$7,200,000
27	Phase # 3, Melrose Inn Parcel, 4.54 Acres, Part of 300 Acres, Melrose	Portion of R800 025 000 001A 0000		(SOUTH: Development parcel for 36 Density Units)		AFG Carolina Shores William R. Dixon, Jr. Coastal Connections Inc The Greenery Inc	02763/2135		\$7,200,000
28	5.83 Acres, Melrose Beach Club Parcel (See Items 59,60,61,62 Below)	R800 025 000 0124 0000			(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586) (Total value is \$10,400,000)	BeachFirst (Excepted from AFG Mtg)	02739-2247		(See Below)
29	Parcel 81, on subdivision of Beach Cottages #81, 91, 97, 5.01 Acres (Plat 123/164)	R800 025 000 0126 0000		(See Cottages at 99 Avenue of Oaks, 97 Avenue of Oaks, 93 Avenue of Oaks, 91 Avenue of Oaks, 83 Avenue	(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	BeachFirst (Excepted from AFG Mtg) (Excepted	02739-2247		(See Below)

					of Oaks, 81 Avenue of Oaks, below) (\$2,700,000 collective total for the 6 one-half duplex Cottages described individually below)	from Dixon Mtg)			
30	Parcel 102, on subdivision of Beach Cottages #102, 106, 110, 5.07 Acres (Source of Beach Cottage #106/108, Beach Cottage #102/104) (Same as Items 49,50 below)	R800 025 000 0129 0000 (#102), R800 025 000 0128 0000 (#106), R800 025 000 0127 0000 (#110)			(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586) (\$1,300,000 total value per cottage)	BeachFirst (Excepted from AFG Mtg) (Excepted from Dixon Mtg)	02739-2247		(See Below)
31	Open Space #1, Beach Cottages at Melrose				(Portion 01589/1517 1(a)) (Portion 01589/1580 2(c)) (Portion 01589/1586 2(e))	(Excepted from AFG Mtg) (Excepted from Dixon Mtg)			\$0
32	Open Space #2, Beach Cottages at Melrose				(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	(Excepted from AFG Mtg) (Excepted from Dixon Mtg)			\$0
33	Open Space #3, Beach Cottages at Melrose				(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	(Excepted from AFG Mtg) (Excepted from Dixon Mtg)			\$0
34	Open Space #4, Beach Cottages at				(Portion 01589/1517) (Portion 01589/1580)	(Excepted from AFG			\$0

	Melrose				(Portion 01589/1586)	Mtg) (Excepted from Dixon Mtg)			
35	Open Space #5, Beach Cottages at Melrose				(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	(Excepted from AFG Mtg) (Excepted from Dixon Mtg)			\$0
36	Open Space #6, Beach Cottages at Melrose				(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	(Excepted from AFG Mtg) (Excepted from Dixon Mtg)			\$0
37	Open Space Access # 1, 2, Beach Cottages at Melrose				(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	(Excepted from AFG Mtg) (Excepted from Dixon Mtg)			\$0
38	Tract C, Beach Cottages at Melrose	R800 025 000 0093 0000,		\$1,300,000 for beach Cottages #66 and #68 individually listed below)	(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	(Excepted from Dixon Mtg)		Tract C reacquired in Deed 02595/2106)	(See Below)
39	Tract of 10.90 Acres, Melrose Plantation, Boundary and Wetlands Survey				(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	(Excepted from AFG Mtg) (Excepted from Dixon Mtg)			\$0
40	Bloody Point, Lot A-2, Swimming Pool	R800 027 00A 0092 0000							\$1,500,000
41	Bloody Point Village	R8900 027 00A 0076		(Development parcel-Not					\$4,000,000

	Development	0000		subdivided-Part of Golf Course parcel)					
42	Cottage 5501, 14 Avenue of Oaks	Portion of R800 025 000 001A 0000		(Magnolia cottage: HR/Engineering offices)		Carolina Shores William R. Dixon, Jr. Coastal Connections Inc The Greenery Inc			\$800,000
43	Cottage 5601, 15 Avenue of Oaks	Portion of R800 025 000 001A 0000		(Azalea cottage: Employee cafeteria)		Carolina Shores William R. Dixon, Jr. Coastal Connections Inc The Greenery Inc			\$800,000
44	Cottage 3000- 3001, 60 Avenue of Oaks AKA TRACT A, LOT 60	R800 025 000 0091 0000		(2-Bedroom cottage)	(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	BeachFirst (Excepted from AFG Mtg)	02739-2247		\$1,000,000
45	Cottage 3050- 3051, 62 Avenue of Oaks AKA TRACT B, LOT 62	R800 025 000 0092 0000		(1/2 of duplex)	(Portion 01589/1517) (Portion 01589/1580) (Portion 01589/1586)	BeachFirst (Excepted from AFG Mtg)	02739-2247		\$650,000
46	Cottage 3052- 3053, 64 Avenue of Oaks AKA TRACT C, LOT 64	R800 025 000 0092 0000		(1/2 of duplex)	02595/2106	BeachFirst (Excepted from AFG Mtg)	02739-2247		\$650,000

47	Cottage 3100-3101, 66 Avenue of Oaks	R800 025 000 0093 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 6)		\$650,000
48	Cottage 3102-3103, 68 Avenue of Oaks	R800 025 000 0093 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 6)		\$650,000
49	Cottage 3500-3501, 102 Avenue of Oaks (aka Lot K, Plat 124/31)	R800 025 000 0127 0000		(1/2 of duplex)		BeachFirst			\$650,000
50	Cottage 3502-3503, 104 Avenue of Oaks	R800 025 000 0127 0000		(1/2 of duplex)		BeachFirst			\$650,000
51	Cottage 3550-3551, 106 Avenue of Oaks (aka Lot L, Plat 124/31)	R800 025 000 0128 0000		(1/2 of duplex)		BeachFirst			\$650,000
52	Cottage 3552-3553, 108 Avenue of Oaks	R800 025 000 0128 0000		(1/2 of duplex)		BeachFirst			\$650,000
53	Cottage 4750-4751, 99 Avenue of Oaks	R800 025 000 0126 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 2)		\$450,000
54	Cottage 4752-4753, 97 Avenue of Oaks	R800 025 000 0126 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 2)		\$450,000
55	Cottage 4900-4901, 93 Avenue of Oaks	R800 025 000 0126 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 2)		\$450,000
56	Cottage 4902-4903, 91 Avenue of Oaks	R800 025 000 0126 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 2)		\$450,000
57	Cottage 4950-4951, 83 Avenue of Oaks	R800 025 000 0126 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 2)		\$450,000
58	Cottage 4952-4953, 81 Avenue of Oaks	R800 025 000 0126 0000		(1/2 of duplex)		BeachFirst	02739-2247 (Parcel 2)		\$450,000
59	Cottage 4160, 175 Avenue of Oaks	R800 025 000 0124 0000		(Part of Beach Club-previously Item 28, listed above)		BeachFirst	02739-2247 (Parcel 1)		\$10,400,000 (*=Includes Items 59, 60, 61, 62 Below)
60	Cottage 4170, 177 Avenue of Oaks	R800 025 000 0124		(Part of Beach Club-previously		BeachFirst	02739-2247 (Parcel 1)		*

		0000		Item 28, listed above)					
61	Cottage 4180, 179 Avenue of Oaks	R800 025 000 0124 0000		(Part of Beach Club-previously Item 28, listed above)		BeachFirst	02739-2247 (Parcel 1)		*
62	Cottage 4190 (Beach Club Site)	R800 025 000 0124 0000		(Part of Beach Club-previously Item 28, listed above)		BeachFirst	02739-2247 (Parcel 1)		*
63	Village Area (without Cottages 5501-5601)	Portion of R800 025 000 001A 0000		(2 nd row development parcel: Vacant land at this time)		AFG Carolina Shores William R. Dixon, Jr. Coastal Connections Inc The Greenery Inc			\$5,000,000

03/05/2009

In re DAUFUSKIE ISLAND PROPERTIES, LLC,Case No. 2:09-bk-389

Debtor(s)

(if known)

SCHEDULE B-PERSONAL PROPERTY**Amended 03/06/2009**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G-Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
1. Cash on hand.		<i>Cash</i> <i>Location: In debtor's possession</i>		\$ 22,000.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<i>Deposit Accounts</i> <i>Location: In debtor's possession</i>		\$ 44,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		<i>Security Deposits</i> <i>Location: In debtor's possession</i>		\$ 99,717.35
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interest in an education IRA as defined in 26 U.S.C. 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			

/s/Gayle Bulls Dixon, Member 03/06/09
In re DAUFUSKIE ISLAND PROPERTIES, LLC,Case No. 2:09-bk-389

Debtor(s)

(if known)

SCHEDULE B-PERSONAL PROPERTY**Amended 03/06/2009**

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	<div> <div>Husband--H Wife--W Joint--J Community--C</div> <div>Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption</div> </div>
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<p><i>Shares, Beach Cottages</i> <i>Location: In debtor's possession</i></p> <p><i>Shares, Daufuskie Isld Props Ga LLC</i> <i>Location: In debtor's possession</i></p> <p><i>Shares, Daufuskie Isld Resort Realty</i> <i>Location: In debtor's possession</i></p> <p><i>Shares, Eprop LLC</i> <i>(Value determined by estimated values of realty, \$18,000,000 and \$100,000, less CSE Mortgage claim of c. \$\$8,963,584.54)</i> <i>Location: In debtor's possession</i></p> <p><i>Shares, Swift Cat LLC</i> <i>Location: In debtor's possession</i></p> <p><i>Shares, Melrose Utility Company</i></p>	<p><i>Unknown</i></p> <p><i>Unknown</i></p> <p><i>Unknown</i></p> <p><i>\$ 9,136,415.46</i></p> <p><i>Unknown</i></p> <p><i>Unknown</i></p>
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts Receivable.		<p><i>Accounts Receivable</i> <i>Location: In debtor's possession</i></p>	<p><i>\$ 375,866.00</i></p>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X		
20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of		<p><i>Claim vs. VDM/T LAND COMPANY LLC (foreclosure for land that was the Golf Academy)</i></p>	<p><i>\$ 500,000.00</i></p>

In re DAUFUSKIE ISLAND PROPERTIES, LLC,Case No. 2:09-bk-389

Debtor(s)

(if known)

SCHEDULE B-PERSONAL PROPERTY**Amended 03/06/2009**

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
each.		<i>Location: In debtor's possession</i> <i>Claims via Lawsuits. See SOFA #4A</i> <i>Location: In debtor's possession</i>	<i>TBD</i>
22. Patents, copyrights, and other intellectual property. Give particulars.	<i>X</i>		
23. Licenses, franchises, and other general intangibles. Give particulars.	<i>X</i>		
24. Customer lists or other compilations containing personally identifiable information (as described in 11 U.S.C. 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<i>X</i>		
25. Automobiles, trucks, trailers and other vehicles and accessories.		<i>Vehicles (see attached)</i> <i>Location: In debtor's possession</i>	\$ 330,786.40
26. Boats, motors, and accessories.		<i>Boats (titled) (see attached)</i> <i>Location: In debtor's possession</i>	\$ 1,045,000.00
27. Aircraft and accessories.	<i>X</i>		
28. Office equipment, furnishings, and supplies.		<i>Misc Office Equipment (see attached)</i> <i>Location: In debtor's possession</i>	\$ 6,544,343.00
29. Machinery, fixtures, equipment and supplies used in business.		<i>1 - Toro Workman 3200.1 - Toro Multi Pro 1200.1 - Toro Pro Core 880.1 - Dakota 4, 10 Topdresser.1 - Toro NSN Classic Support Plan 1 - Toro NSN Essentials Support, Plan.</i> <i>Location: In debtor's possession</i>	<i>Unknown</i>
		<i>1 BOBCAT ALL WHEEL STEER LOADER A300 S/N 539911*** HIGH FLOW HYDLIC ALARM PKG ATTACHMNT CNTRL KIT, BOIN LP BKT FORK FRAME/4BIN FORKS1 BOBCAT STUMP CUTTER/GRINDER SGX60 S/N A00700*** BOBCAT TRENCHER LT313 SN 04540***</i>	<i>Unknown</i>

In re DAUFUSKIE ISLAND PROPERTIES, LLC,Case No. 2:09-bk-389

Debtor(s)

(if known)

SCHEDULE B-PERSONAL PROPERTY**Amended 03/06/2009**

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
		<div data-bbox="1143 415 1284 506"> Husband--H Wife--W Joint--J Community--C </div> <p>3FTX6FT CUP TEETH SS PATTERN Together with all present and future attachments, accessories, replacement parts, additions, and all cash and non-cash proceeds thereof. Location: In debtor's possession</p> <p>2 - Toro Debris Blower 600.1 - Toro Turf Sweeper 4800.10 - Toro Workman 1100.1 Toro Sand Pro 3020.1 - Toro Spiker for Sand Pro.2 - Toro Reelmaster 5400-D.7 Toro Greensmaster 1000.7 - Toro Trans Pro 80 Trailer.2 - Toro Greensmaster 3150. 4 - Toro Groundsmaster 4500-D.1 - Lely Spreader.2 - Buffalo Turbine Blower. Location: In debtor's possession</p> <p>All equipment and inventory. financed by Textron Financial Corporation and/or manufactured and/or distributed by Textron Golf. Turf and Specialty Products. a division of Textron Inc.. wherever located. in which Debtor now or hereafter has rights, none of which the debtor is authorized to sell. lease or otherwise dispose of without the written consent of secured party. whether or not bearing the E-Z-Go trademark or trade name. including. but not limited to golf cars and utility vehicles; all present and future attachments. accessories and accessions to such equipment and inventory. all spare parts, replacements, substitutions and exchanges therefore: all trade-ins relating thereto: all instruments. accounts and chattel paper arising therefrom (including leases and conditional sale contracts); and the proceeds of all of the foregoing. including proceeds in the form of goods. accounts. chattel paper. documents, instruments and/or general intangibles. All cash and non-cash proceeds of any of the foregoing in whatever form (including proceeds in the form of inventory. equipment or any other form of personal</p>	<p>Unknown</p> <p>Unknown</p>

In re DAUFUSKIE ISLAND PROPERTIES, LLC,

Case No. 2:09-bk-389

Debtor(s)

(if known)

SCHEDULE B-PERSONAL PROPERTY

Amended 03/06/2009

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
		<div data-bbox="1143 415 1284 506"> Husband--H Wife--W Joint--J Community--C </div> <p><i>property), including proceeds of proceeds. Location: In debtor's possession</i></p> <p><i>ONE (1) CATERPILLAR 420EIT BACKHOE LOADER SiN: KMW01125 And substitutions, replacements, additions and accessions thereto, now owned or hereafter acquired and proceeds thereof Location: In debtor's possession</i></p> <p><i>Inventory (food, beverage, golf and fuel) Location: In debtor's possession</i></p> <p><i>Horses/Animals Location: In debtor's possession</i></p>	<p><i>Unknown</i></p> <p><i>\$ 459,632.38</i></p> <p><i>\$ 10,000.00</i></p>
30. Inventory.			
31. Animals.			
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.		<p><i>Misc personal property (collectively, the "Collateral"), which is related to, used in connection with or located on, in or under the real property legally described in Exhibit "A" attached hereto (the "Property"): (a) all instruments, including, without limitation, promissory notes and associated security therewith that may be owned by Debtors, or any of them; (b) all general intangibles of Debtors, or any of them; (c) all documents, including, without limitation, contracts, sales and purchase contracts, leases, subleases of Debtors, or any of them; (d) all software owned by Debtors, or any of them; (e) all accounts, deposit accounts (including consumer deposit accounts), accounts receivable, escrow</i></p>	<p><i>Unknown</i></p>

In re DAUFUSKIE ISLAND PROPERTIES, LLC,

Debtor(s)

Case No. 2:09-bk-389

(if known)

SCHEDULE B-PERSONAL PROPERTY**Amended 03/06/2009**

(Continuation Sheet)

Type of Property	<div style="display: flex; align-items: center;"> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">None</div> <div style="flex-grow: 1;"> Description and Location of Property <div style="border: 1px solid black; padding: 2px; margin-top: 5px;"> Husband--H Wife--W Joint--J Community--C </div> </div> </div>	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
	<p><i>accounts, consignments, chattel paper (including both tangible, intangible and electronic chattel paper), payment intangibles, letter of credit rights, certificates of title, bonds, escrow accounts, commercial tort claims, bank accounts, and the like of Debtors, or any of them; (f) all goods, materials, supplies, chattels, furniture, fixtures, licenses, equipment and inventory; (g) all development rights, agricultural lien rights (including both possessory and non-possessory agricultural lien rights), farm products, water taps and tap rights, water rights, water stock and permits of Debtors, or any of them; (h) all contracts and contract rights and all and all ownership interests, distribution rights, proceeds and all other things of value attributable therewith owned by Debtors, or any of them; (i) all interests of Debtors, or any of them, in any trusts, estates, joint ventures and associations, and all other things of value attributable therewith; and (0) all accessions, increases, renewals, replacements, proceeds (including both cash and non-cash proceeds), products, related securities (whether certificated or uncertificated), general intangibles, supporting obligations, and insurance proceeds related to any the above enumerated interests.</i></p> <p><i>Location: In debtor's possession</i></p> <p> </p> <p><i>NOTE ONLY-Many broadly described assets on Schedule B may be duplications on the attachments.</i></p> <p><i>Location: In debtor's possession</i></p>	N/A
	Total ➡	\$ 18,567,760.59

B6D (Official Form 6D) (12/07)

/S/Gayle Bulls Dixon, Member. 03-06-09
In re DAUFUSKIE ISLAND PROPERTIES, LLC
Debtor(s)

Case No. 2:09-bk-389
(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Amended 03/06/2009

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No:	X					\$ 4,048,167.00	\$ 0.00
Creditor # : 1 AFG, LLC 100 Jackson Street Suite 201 Denver CO 80206		Mortgage, UCC Melrose Tracts, ITEM 1, ITEM 4, ITEM 16, ITEM 25, ITEM 26, ITEM 27, ITEM 63 Value: \$ 48,150,000.00					
Account No:	X					\$ 6,147,173.39	\$ 0.00
Creditor # : 2 BEACH FIRST NATIONAL BANK 1000 William Hilton Pky Suite F4 Hilton Head Isla SC 29928		Mortgage ITEM 9, ITEM 10, ITEM 28, ITEM 30, ITEMS 44-62 Value: \$ 20,000,000.00					
Account No:						\$ 27,535,156.00	\$ 0.00
Creditor # : 3 CAROLINA SHORES LLC 160 Sansome St, 11th Floor San Francisco CA 94104		Mortgage ITEM 1, ITEM 4, ITEM 25, ITEM 26, ITEM 27, ITEM 42, ITEM 43, ITEM 63 Value: \$ 48,750,000.00					
2 continuation sheets attached							
						Subtotal \$ (Total of this page)	\$ 37,730,496.39
						Total \$ (Use only on last page)	\$ 0.00

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

B6D (Official Form 6D) (12/07) - Cont.

In re DAUFUSKIE ISLAND PROPERTIES, LLC

Debtor(s)

Case No. 2:09-bk-389

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Amended 03/06/2009

(Continuation Sheet)

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No:							
Creditor # : 4 CATERPILLAR FINANCIAL SERVICES P.O. Box 13834 Newark NJ 07188-0834		UCC 64541496, Delaware ONE (1) CATERPILLAR 420EIT BACKHOE LOADER SiN: KMW01125 etc. Value: \$ 0.00				\$ 6,676.55	\$ 6,676.55
Account No:							
Creditor # : 5 CITICAPITAL COMMERCIAL LEASING 3950 Regent Blvd 2d Floor Irving TX 75063		UCC 63129350, Delaware 1 BOBCAT ALL WHEEL STEER LOADER A300 SiN 539911023 HIGH FLOW Value: \$ 0.00				TBD	\$ 0.00
Account No:							
Creditor # : 6 COASTAL CONNECTIONS INC P.O. Box 931974 Cleveland OH 44193		Mechanics Lien ITEM 1, ITEM 4, ITEM 25, ITEM 26, ITEM 27, ITEM 42, ITEM 43, ITEM 63 Value: \$ 48,750,000.00				\$ 62,883.00	\$ 62,883.00
Account No:							
Representing: COASTAL CONNECTIONS INC		Nexsen Pruet Jeffrey Tibbals 400 Main Street, Ste 100A Hilton Head Isla SC 29925 Value:					
Account No:	X						
Creditor # : 7 TEXTRON BUSINESS SERVICES Dept. AT 40219 Atlanta GA 31192-0219		UCC 43578376, Delaware All equipment and inventory. financed by Textron Financial Corp (See Sched B for details) Value: \$ 0.00				\$ 127,557.78	\$ 127,557.78
Account No:							
Creditor # : 8 THE GREENERY INC P.O. Box 6569 Hilton Head Isla SC 29938		Mechanics Lien ITEM 1, ITEM 2, ITEM 3, ITEM 4, ITEM 5, ITEM 25, ITEM 26, ITEM 27, ITEM 42, ITEM 43, ITEM 63 Value: \$ 56,750,000.00				\$ 300,202.68	\$ 0.00
Subtotal \$ (Total of this page)						\$ 497,320.01	\$ 197,117.33
Total \$ (Use only on last page)							

Sheet no. 1 of 2 continuation sheets attached to Schedule of Creditors

Holding Secured Claims

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

B6D (Official Form 6D) (12/07) - Cont.

In re DAUFUSKIE ISLAND PROPERTIES, LLC,
Debtor(s)

Case No. 2:09-bk-389
(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Amended 03/06/2009

(Continuation Sheet)

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No:	X					\$ 75,528.96	\$ 75,528.96
Creditor # : 9 TURF EQUIPMENT LEASING COMPANY P.O. Box 668883 Charlotte NC 28266		UCC 43578377, Delaware 1 - Toro Workman 3200.1 - Toro Multi Pro 1200.1 - Toro Pro Core, 2 - Toro Debris Blower Value: \$ 0.00					
Account No:						\$ 33,574,713.05	\$ 16,408,036.05
Creditor # : 10 WILLIAM R DIXON, JR. NCM Company 160 Sansome St, 11th Floor San Francisco CA 94104		Mortgage ITEM 1, ITEM 4, ITEM 25, ITEM 26, ITEM 27, ITEM 42, ITEM 43, ITEM 63 Value: \$ 48,750,000.00					
Account No:							
Account No:							
Account No:							
Account No:							
Account No:							

Sheet no. 2 of 2 continuation sheets attached to Schedule of Creditors

Holding Secured Claims

Subtotal \$ (Total of this page)	\$ 33,650,242.01	\$ 16,483,565.01
Total \$ (Use only on last page)	\$ 71,878,058.41	\$ 16,680,682.34

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA
CHARLESTON DIVISION

In re: **DAUFUSKIE ISLAND PROPERTIES, LLC,**
A DELAWARE LLC
aka Daufuskie Island Resort & Breathe Spa

Case No. 2:09-bk-389

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1-18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19-25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor may also be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporation debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. §101.

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

Year to date: \$37,624.

Business Operations

Last Year: \$17,255,089.

Business Operations

Year before: \$27,536,309.

Business Operations

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.



a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor, made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None



b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF PAYMENTS/
TRANSFERSAMOUNT PAID OR
VALUE OF
TRANSFERSAMOUNT
STILL OWING*See attached.*

None



c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTORDATE OF
PAYMENT

AMOUNT PAID

AMOUNT
STILL OWING*See attached.***4. Suits and administrative proceedings, executions, garnishments and attachments**

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE OF PROCEEDING

COURT OR AGENCY
AND LOCATION

STATUS OR DISPOSITION

*The Melrose Club
Inc. v. Daufuskie
Island Properties
LLC, et al.
2008CP07-3647*

*Declaratory judgment,
with counterclaims and
third-party complaints
for various causes of
action*

*Beaufort County
Clerk of Court*

*Pending. Responses
due on
counterclaim and
third-party
complaints.*

**NOTE: SEE ATTACHED
FOR FULL LISTING OF
LITIGATION)**

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR
WHOSE BENEFIT PROPERTY WAS SEIZEDDATE OF
SEIZURE

DESCRIPTION AND VALUE OF PROPERTY

*Hudgins Co Inc**Dec 2008**11 Ice Machines*

NAME AND ADDRESS OF PERSON FOR
WHOSE BENEFIT PROPERTY WAS SEIZED

DATE OF
SEIZURE

DESCRIPTION AND VALUE OF PROPERTY

*POB 16235
Savannah GA 31416*

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None



a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None



List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None



List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF
PROPERTY

DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS
COVERED IN WHOLE OR IN PART BY INSURANCE,
GIVE PARTICULARS

DATE
OF LOSS

*Laundry/Admin building
burned down
\$526,680
budiling/facilities plus
\$5,000 in stored items and
vehicle damage*

*Circumstances:
Insurance: None*

7/26/08

*Income/Revenue, c.
\$175,301*

*Circumstances: Hurricane Hanna
Insurance:*

09/2008

9. Payments related to debt counseling or bankruptcy

None



List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---------------------------	--	---

Payee: Ivan N. Nossokoff
1470 Tobias Gadson Blvd
Suite 107
Charleston, SC 29407

Date of Payment: 12/2008
Payor: Carolina Shores LLC
advancement for the Debtor

\$40,000.00

10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
SEE ATTACHED FOR LISTING OF ALL TRANSFERS	SEE ATTACHED	SEE ATTACHED.

None ☒ b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Beach First	Account Type and No.: Checking Final Balance: \$ _____ —	Oct 2008. Account closed for Daufuskie Isld Properties Georgia LLC.

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None

List all property owned by another person that the debtor holds or controls.



15. Prior address of debtor

None

If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.



16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.



17. Environmental Information

None

For the purpose of this question, the following definitions apply:



"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to disposal sites.

"Hazardous Material" means anything defined as hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law:

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.



None

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law, with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.



18. Nature, location and name of business

None

a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.



If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
<i>Daufuskie Island Properties LLC, a Delaware LLC</i>	<i>TaxPayer ID: See petition</i>		<i>See petition</i>	<i>Own, operate various real properties, businesses on Daufuskie Island, SC</i>
<i>Eprop, LLC</i>	<i>TaxPayer ID: 26-031****</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Real estate ownership and development , Daufuskie Island, SC</i>
<i>Swift Cat LLC</i>	<i>TaxPayer ID: 20-147****</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Holds boats and leases them to Debtor</i>
<i>Daufuskie Island Resort Realty</i>	<i>TaxPayer ID:20-2110***</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Real Estate Sales</i>
<i>Rosemix</i>	<i>TaxPayer ID: 57-087****</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Concrete company</i>
<i>Melrose Utilities</i>	<i>TaxPayer ID: 57-082****</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Utility services</i>
<i>Beach Cottages</i>	<i>TaxPayer ID: 14-187****</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Real estate development</i>
<i>Daufuskie Island Properties Georgia LLC</i>	<i>TaxPayer ID: 20-532****</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Savannah operations</i>
<i>Eprop Management Inc</i>	<i>TaxPayer ID: 26-031****</i>		<i>421 Squire Pope Rd, HHI, SC 29926</i>	<i>Will provide</i>

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.



The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.



NAME AND ADDRESS

DATES SERVICES RENDERED

The West Paces Hotel Group LLC
3384 Peachtree Rd, Ste 375
Atlanta GA 30326

Dates: 12/2005 -
Present

None b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.



None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.



NAME

ADDRESS

Debtor, c/o Rence Jones,
Tim Foley, William R
Dixon, Jr., Gayle Bulls
Dixon

Offices of Debtor

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.



NAME

ADDRESS

DATES ISSUED

Most financial
institutions and vendors
of the debtor.

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.



None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<i>William R. Dixon, Jr.</i>	<i>Member, Manager</i>	<i>50% of shares</i>
<i>Gayle Bulls Dixon</i>	<i>Member</i>	<i>50% of shares</i>

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distribution by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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See attached

24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER-IDENTIFICATION NUMBER (EIN)

Name: 401k plan**ID#: see schedules.**

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information, and belief.

Date 03/06/2009Signature /s/ GAYLE BULLS DIXONGAYLE BULLS DIXONMember

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

____ continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both, 18 U.S.C. §§ 152 and 3571.

* Designates From Party Records In Color: Not Verified Record, Replaced Record, Correction Record Click View to See Document Details Click on any Data Element to Filter

Name	Cross Name	Date	Type	Book	Page	Status	Legal													
DAUFUSKIE ISLAND PROPERTIES LLC	CLUB FINANCIAL CORP	02/12/2007	PAR EL	2520	1998	V	BK1586P1277 BK1589P1640 MULTIPLE TRACTS DAUFUSKIE ISLAND													
DAUFUSKIE ISLAND PROPERTIES LLC	TREMAINE, HARRY B	04/10/2007	WAI V	2552	432	V	LT 106 DAUFUSKIE ISLAND CLUB BLOODY POINT	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	COLLINS, STEWART KITTREDGE TRUSTEE	05/04/2007	RED H	2564	993	V	UNT A-E SALTY FARE HPR HHI	R510	00	00	089	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	EPROP LLC	06/12/2007	RED	2582	2098	V	199.28 AC DAUFUSKIE ISLAND	R800	02	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	EPROP LLC	06/12/2007	ASSI G	2582	2103	V	BK2582P2078	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	07/10/2007	MOR T	2595	2109	V	TR A B & C BEACH COTTAGES DAUFUSKIE ISLAND	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	08/03/2007	SATI S	2608	624	V	BK1872P1646	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	08/03/2007	SATI S	2608	625	V	BK1872P1654	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	ALLISON, PATRICK S	09/13/2007	WAI V	2625	2123	V	LT 172 PH I MELROSE PLANT 19 VOLUNTEER RIDGE DAUFUSKIE ISL	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	LEIBOLD, DENNIS T	09/17/2007	WAI V	2626	2036	V	LT 98 DAUFUSKIE ISLAND CLUB	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	PENSCO TRUST CO CUSTODIAN FBO	11/09/2007	WAI V	2649	63	V	LT 100 BLOODY POINT DAUFUSKIE ISLAND CLUB	R00	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	JANSON, LAWRENCE	12/27/2007	RED C	2665	2538	V	BK2183P1874 LT 85 PH II DAUFUSKIE ISLAND	R800	02	00	010	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	JANSON, LAWRENCE	12/27/2007	RED C	2665	2538	V	BK2183P1874 LT 85 PH II DAUFUSKIE ISLAND	R800	02	00	010	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	COOK, SHEILA	01/07/2008	WAI V	2669	1959	V	LT 86 BLOODY POINT DAUFUSKIE ISLAND CLUB	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	ANDREWS, MICHAEL W	01/22/2008	WAI V	2674	951	V	LT 17 BLOODY POINT DAUFUSKIE ISLAND	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC		02/07/2008	PLL	123	157	V	5.83 AC PAR MELROSE BEACH CLUB DAUFUSKIE ISLAND	R800	02	00	001	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC		02/12/2008	PLL	123	162	V	PAR 102 BEACH COT. 102 106 & 110 5.07 ACS DAUFUSKIE ISL	R800	02	00	001	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC		02/13/2008	PLL	123	164	V	PAR 81 BEACH COTTAGES 81 91 & 97 5.01 ACS DAUFUSKIE ISL	R800	02	00	001	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	CAROLINA SHORES LLC	02/25/2008	PAR EL	2686	1961	V	BK1586P1319 PARCEL 81 DAUFUSKIE ISLAND	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	02/25/2008	MOR T	2686	1952	V	PARCEL 81 BEACH COTTAGES MELROSE PLANT DAUFUSKIE ISLAND	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC		03/12/2008	PLL	124	31	V	5.07 AC LTS K L M BEACH COTTAGES 102 106 110 MELROSE PLANT	R800	02	00	001	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	HOLMAN, PETER JR	04/15/2008	WAI V	2709	1151	V	LT 267 MELROSE PLAN	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	DIXON, WILLIAM R JR	04/23/2008	MOR T	2712	2124	V	307.362 MELROSE DAUFUSKIE ISLAND	R000	00	00	000	000	00	00	00	00	00	00	00	00
DAUFUSKIE ISLAND PROPERTIES LLC	DEMARCO, H PAUL	05/02/2008	WAI V	2717	327	V	LT 231 MELROSE DAUFUSKIE ISLAND	R000	00	00	000	000	00	00	00	00	00	00	00	00

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DAUFUSKIE ISLAND PROPERTIES LLC	GRIFFIN, JAMES MICHAEL	05/15/2008	RED	2722	105	V	LT 75 PH 1 DAUFUSKIE ISLAND CLUB DAUFUSKIE ISLAND	R800	02	00	007	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	GRIFFIN, JAMES MICHAEL	05/15/2008	M	2722	105	V	LT 75 BEACH DRIVE	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	05/20/2008	PAR	2724	274	V	BK2686P1952 LT 75 PH I DAUFUSKIE ISLAND	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	06/30/2008	MOR	2739	224	V	MULTI PAR DAUFUSKIE ISLAND	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	06/30/2008	ASSI	2739	227	V	MULTI PAR DAUFUSKIE ISLAND	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	06/30/2008	ASSI	2739	227	V	PAR 1-6 DAUFUSKIE PLANTATION	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	DIXON, WILLIAM R JR	06/30/2008	PAR	2739	228	V	BK2712P2124 MELROSE BEACH CLUB PLANT DAUFUSKIE ISLAND	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	06/30/2008	UC1	6	162	V	MULTI PAR DAUFUSKIE ISLAND	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	NASH, CHRISTOPHER F	07/29/2008	WAI	2750	719	V	LT 31 BLOODY POINT DAUFUSKIE ISLAND CLUB	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	08/20/2008	SATI	2757	163	V	BK2595P2109	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	08/20/2008	SATI	2757	163	V	BK2686P1952						
DAUFUSKIE ISLAND PROPERTIES LLC	AFG LLC	09/11/2008	MOR	2763	213	V	300 AC MELROSE PLANT DAUFUSKIE ISLAND	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	AFG LLC	09/11/2008	ASSI	2763	217	V	PAR 300 ACS DAUFUSKIE ISL POR MELROSE PLANT	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	AFG LLC	09/12/2008	SUB	2763	255	V	BK2712P2124	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	AFG LLC	09/12/2008	SUB	2763	256	V	BK1586P1319 BK1589P1689	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	SENN, ROBERT	10/20/2008	WAI	2776	67	V	LT 78 DAUFUSKIE ISLAND CLUB PH II	R000	00	00	000	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	RESIDENCE CLUB AT DAUFUSKIE ISLAND RESORT & BREATHE SPA	11/19/2008	CAR	2784	221	V	0.337 AC LT M BEACH COTTAGES AT MELROSE DAUFUSKIE ISLAND						
DAUFUSKIE ISLAND PROPERTIES LLC	MELROSE BEACH DEVELOPMENT INVESTORS LLC	12/09/2008	RED	2789	226	V	LT M .337 ACS BEACH COTTAGES MELROSE DAUFUSKIE ISL	R800	02	00	012	000	00
DAUFUSKIE ISLAND PROPERTIES LLC		12/10/2008	PLL	127	19	V	8.801 AC MELROSE INN PAR AVE OF OAKS DAUFUSKIE ISLAND	R800	02	00	001	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	BEACH FIRST NATIONAL BANK	12/11/2008	PAR	2790	117	V	BK2739P2247 LT M .337 ACS BEACH COTTAGES DAUFUSKIE						
DAUFUSKIE ISLAND PROPERTIES LLC	WOOD, JOSLYN V	12/16/2008	RED	2791	190	V	LT 353 MELROSE DAUFUSKIE ISLAND	R800	02	00	005	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	GEMELLARO, THOMAS G	12/17/2008	RED	2792	747	V	LT 3582 MELROSE DAUFUSKIE ISL	R800	02	00	005	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	SIMONELLI, ANTHONY A	12/31/2008	WAI	2796	100	V	LT 80 BLOODY POINT DAUFUSKIE ISLAND CLUB						
DAUFUSKIE ISLAND PROPERTIES LLC	SCHOLL, SHERRY M	01/08/2009	RED	2798	439	V	LTS 370 & 371 MELROSE DAUFUSKIE ISL	R800	02	00	007	000	00
DAUFUSKIE ISLAND PROPERTIES LLC	COULOMBE, MARC A	01/16/2009	RED	2800	126	V	LT 372 MELROSE DAUFUSKIE ISLAND	R800	02	00	007	000	00

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA
AMENDED 03/06/2009

In re: **DAUFUSKIE ISLAND PROPERTIES, LLC**Case No. **2:09-bk-389**Chapter **11**

/S/Gayle Bulls Dixon, Member. 03-06-09

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:		
1. Gross Income For 12 Months Prior to Filing:		\$ 17,255,089.00
PART B - ESTIMATED AVERAGE FUTURE <u>GROSS</u> MONTHLY INCOME:		
2. Gross Monthly Income:		\$ 0.00
PART C - ESTIMATED FUTURE MONTHLY EXPENSES:		
3. Net Employee Payroll (Other Than Debtor)	\$ 0.00	
4. Payroll Taxes	0.00	
5. Unemployment Taxes	0.00	
6. Worker's Compensation	0.00	
7. Other Taxes	0.00	
8. Inventory Purchases (Including raw materials)	0.00	
9. Purchase of Feed/Fertilizer/Seed/Spray	0.00	
10. Rent (Other than debtor's principal residence)	0.00	
11. Utilities	0.00	
12. Office Expenses and Supplies	0.00	
13. Repairs and Maintenance	0.00	
14. Vehicle Expenses	0.00	
15. Travel and Entertainment	0.00	
16. Equipment Rental and Leases	0.00	
17. Legal/Accounting/Other Professional Fees	0.00	
18. Insurance	0.00	
19. Employee Benefits (e.g., pension, medical, etc.)	0.00	
20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):	\$ 0.00 0.00 0.00	
21. Other (Specify) See attached Budget, best estimates.	\$ 0.00 0.00 0.00	
22. Total Monthly Expenses		\$ 0.00
PART D - ESTIMATED AVERAGE <u>NET</u> MONTHLY INCOME:		
23. AVERAGE NET MONTHLY INCOME (Subtract Item 22 from Item 2)		\$ 0.00

DAUFUSKIE ISLAND PROPERTIES, LLC		BUDGET
RESIDUAL/ANTICIPATED	FEB	MAR
BEGINNING CASH BALANCE	55,000	(374,313)
RECEIPTS FROM SALES		
Beach Club Restaurant	0	0
Island House	0	87,645
Bloody Point Golf Course	0	0
Bloody Point Restaurant	0	0
Common Area Maintenance	0	0
Cottage Cart Rentals	0	0
Breathe Spa	200	500
Residence Club/POA Fees	2,700	4,015
Old Accounts Receivable	2,000	6,500
Jacks Restaurant	0	3,340
Melrose Golf Course	17,000	53,985
Melrose Inn	1,200	14,600
Melrose Restaurant	4,400	18,400
DI Club & Resort Membership	14,500	4,000
Lot Sales	0	43,000
Rental Management Access Fees	0	0
TOTAL SALES RECEIPTS	42,000	235,985
RECEIPTS FROM LEASES		
Daufuskie Ferry Co. - Clipper 1	0	0
Daufuskie Ferry Co. - DI3	0	0
Daufuskie Ferry Co. - Melrose	1,500	1,500
Daufuskie Ferry Co. - Salty Fare	2,500	2,500
Daufuskie Ferry Co. - Swift Cat	0	0
Daufuskie Stables, LLC	0	0
DIRR - Jack's Office	0	300
DIRR - Melrose Inn Office	0	200
DIRR - Savannah Office	0	1,800
Rockby Inc Employee Housing	850	850
Hilton Head Rentals & Golf	400	380
Island Management, Inc. (1)	300	300
Island Management, Inc. (2)	1,670	1,670
JJK Realty Assoc., LLC - Maint.	1,000	1,000
JJK Realty Assoc., LLC - Trans.	0	15,000
Triune Corporation	1,300	1,300
TOTAL LEASE RECEIPTS	9,520	26,800
RECEIPTS FROM DIP LOAN	0	750,000
CASH AVAILABLE FOR EXPENSES	106,520	638,472

DAUFUSKIE ISLAND PROPERTIES, LLC

BUDGET

DISBURSEMENTS

Advertising	0	0
Bank Charges	500	500
Auto & Truck	0	500
Capital Expense: Seawall	42,500	0
Capital Expense: Cottages	2,500	2,500
Continuing Education	0	0
Contract Services	26,000	59,000
Credit Card Fees	2,000	4,000
Data Processing (NCM, Opera)	7,550	3,350
Development Expenses	10,500	17,000
DIP Loan Commitment Fees	0	150,000
DIP Loan Due Diligent Fees	0	75,000
DIP Loan Collateral Admin Fees	0	5,000
Equipment Rentals	0	4,500
Ferry Tickets (Employees/Members)	14,000	10,750
Insurance - Business	15,000	30,765
Insurance - Employee	34,900	34,900
Interest (AFG)	50,000	50,000
Interest (Beachfirst)	0	0
Interest (DIP Loan)	0	0
Inventory Purchases	8,000	28,000
Lease Expense	52,800	52,800
Management Fees	12,875	12,875
Office Expense	500	500
Professional Fees	15,000	30,000
Repairs & Maintenance	1,270	1,300
Salaries - Employees	28,000	48,500
Subcontracts	6,500	13,000
Taxes - Hospitality	125	1,656
Taxes - License	7,500	0
Taxes - Payroll	2,858	6,300
Taxes - Property	0	0
Taxes - Sales	325	12,075
Telephone	38,300	38,300
Transportation (Guests, Employees)	0	2,500
Travel	1,200	1,500
Uniforms	0	0
US Trustee Fees	0	4,300
Utilities	100,130	25,000
TOTAL DISBURSEMENTS	480,833	726,371

ENDING CASH BALANCE	(374,313)	(87,899)
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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA
CHARLESTON DIVISION**

In re **DAUFUSKIE ISLAND PROPERTIES, LLC, A DELAWARE LLC**

aka Daufuskie Island Resort & Breathe Spa

Case No. **2:09-bk-389**

Chapter **11**

_____/ Debtor

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	Attached (Yes/No)	No. of Sheets	ASSETS	LIABILITIES	OTHER
A-Real Property	Yes	8	\$ 90,530,000.00		
B-Personal Property	Yes	6	\$ 18,567,760.59		
C-Property Claimed as Exempt	No	0			
D-Creditors Holding Secured Claims	Yes	3		\$ 71,878,058.41	
E-Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 20,058.96	
F-Creditors Holding Unsecured Nonpriority Claims	Yes	71		\$ 16,310,899.21	
G-Executory Contracts and Unexpired Leases	Yes	12			
H-Codebtors	Yes	2			
I-Current Income of Individual Debtor(s)	No	0			\$ 0.00
J-Current Expenditures of Individual Debtor(s)	No	0			\$ 0.00
TOTAL		104	\$ 109,097,760.59	\$ 88,209,016.58	

In re DAUFUSKIE ISLAND PROPERTIES, LLC, A DELAWARE LLC

Debtor

Case No. 2:09-bk-389

(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES**DECLARATION UNDER PENALTY ON BEHALF OF A CORPORATION**

I, GAYLE BULLS DIXON, Member of the Corporation LLC
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 105 sheets,
and that they are true and correct to the best of my knowledge, information, and belief.

3/6/09

Date: ~~1/20/2009~~Signature /s/ GAYLE BULLS DIXONName: GAYLE BULLS DIXONTitle: Member

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

IN RE:)	Case No. 09-0389-jw
)	Chapter 11
DAUFUSKIE ISLAND PROPERTIES, LLC,)	
)	
Debtor.)	

CERTIFICATE OF SERVICE

I certify that on 03/06/2009, I served a copy of the following documents upon the parties listed below, by CM/ECF, and/or by mailing a copy of the same by the United States Postal Service, by fax, and/or by hand delivery, and/or by FedEx, and/or by email:

DOCUMENT:

PARTIES SERVED:

AMENDMENTS TO SCHEDULES

US Trustee's Office
Strom Thurmond Federal Building
1835 Assembly St.
Suite 953
Columbia, SC 29201
Joseph.F.Buzhardt@usdoj.gov

See Attached.

Charleston, South Carolina

/s/ Ivan N Nossokoff

Ivan N. Nossokoff
IVAN N. NOSSOKOFF, LLC

PALMETTO FERRY COMPANY P.O. Box 2912 Bluffton, SC 29910 Richard Inglis	THE GREENERY, INC. P.O. Box 6569 Hilton Head Island, SC 29938 Scott Slawson	THE WEST PACES HOTEL GROUP, LLC 3384 Peachtree Rd. Suite 375 Atlanta, GA 30326
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Richard@palmettoferry.com P. 843-757-7819 F. 843-757-9921	scottslawson@thegreeneryinc.com William H Davoli BillDavoli@thegreeneryinc.com P. 843-785-3848 ext 110 F. 843-785-6582	Owen Dorsey odorsey@westpaceshotels.com P. 404-842-7292 F. 404-842-7288
ADVANCE PAYROLL FUNDING, LTD Assignment of Coastal Connection, Inc. 3401 Enterprise Parkway 5 th Floor Beachwood, OH 44122 Jeremy L. Bilsky, Esquire jbilsky@advancepayroll.com P. 216-831-8900 ext 151 F. 216-831-8819	TROON GOLF, LLC 15044 N. Scottsdale Rd. Suite 300 Scottsdale, AZ 85254 Jeff Hansen, Esquire jhansen@troongolf.com P. 480-477-0439 F. 480-477-0639	
Stephen A. McCartin Gardere Wynne Sewell LLP smccartin@gardere.com 1601 Elm Street Suite 3000 Dallas, Texas 75201 214-999-4945 Attorney for Committee	J. Ronald Jones, Jr., Esquire CLAWSON & STAUBES, LLC 126 Seven Farms Drive, Suite 200 Charleston, South Carolina 29492 rjones@clawsonandstaubes.com (843) 577-2026 Attorney for Committee	Robert A. Kerr, Jr. Hagood & Kerr, PA 654 Coleman Blvd., Suite 100 Mount Pleasant, South Carolina 29464 rkerr@HagoodKerr.com (843) 972-1000 Attorney for AFG, LLC
TURF EQUIPMENT LEASING COMPANY P.O. Box 668883 Charlotte NC 28266 Frank Merchant P. 704-333-9844 F. 704-333-9851 fmerchant@turfleas.com	MCNAIR LAW FIRM, PA Attn: Accounts Receivable P.O. Box 11390 Columbia SC 29211 Anne Dietz P. 843-785-2171 F. 843-686-5991 adietz@mcnair.net	TEXTRON BUSINESS SERVICES Dept. AT 40219 Atlanta GA 31192-0219 P. 401-621-4261 F. 401-621-4408 customercare@textronfinancial.com
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Caterpillar Financial Services PO Box 13834 Newark NJ 07188 Arthur.acklie@cat.com Fax 615-341-6905.	Citicapital Commercial Leasing 250 E. John Carpenter Fwy Irving TX 75062-2710 469-220-4043 (Fedex)	
Coastal Connections Inc. mel@mycoastalconnections.com Fax : 843-681-5870	IKON Financial Services Bankruptcy Admin Christine Etheridge 1738 Bass Rd Macon GA 31208-3708 800-450-6513 Christine.etheridge@ikonfin.com	Melrose Club Management Inc Nelson Mullins Riley Scarborough George Cauthen George.cauthen@nelsonmullins.com Jody Bedenbaugh Jody.bedenbaugh@nelsonmullins.com Eleni Roumel Eleni.roumel@nelsonmullins.com
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